



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SAMUEL A. STOCKHAMER and ALICE L.
STOCKHAMER, on Behalf of Themselves and All
Others Similarly Situated,

Plaintiffs,

v.

CITIGROUP INC. and CITIGROUP GLOBAL
CAPITAL MARKETS INC.,

Defendants.

Case No. 08-CV-3904 (LTS)

JUDGE LAURA T. SWAIN

STIPULATION AND
PROPOSED ORDER

IT IS HEREBY STIPULATED AND AGREED, by and between the
undersigned counsel for the parties herein, that:

(a) defendants Citigroup Inc. ("Citigroup") and Citigroup Global
Markets Inc. ("CGMI") hereby do not waive any defenses, objections or arguments
except as to sufficiency of service of process;

(b) plaintiffs having advised that they intend to file an Amended
Complaint, defendants Citigroup and CGMI shall not be required to answer or otherwise
respond to, and are hereby expressly relieved from answering or otherwise responding to,
the complaint in the above-captioned action;

(c) Citigroup and CGMI's last day to move, answer or otherwise
respond shall be extended to and including the date 45 days after the filing of the
Amended Complaint;

(d) in the event Citigroup or CGMI moves to dismiss the Amended
Complaint:

1. plaintiffs shall have 45 days from the date such motion is served to serve opposition papers; and
2. Citigroup and CGMI shall have 21 days from the date opposition papers are served by plaintiffs to serve reply papers.

Dated: May 14, 2008
New York, New York

PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP

By: 

Brad S. Karp
Charles E. Davidow
Susanna M. Buerger
1285 Avenue of the Americas
New York, New York 10019-6064
Tel. (212) 373-3000
Fax (212) 757-3980
bkarp@paulweiss.com
sbuerger@paulweiss.com
cdavidow@paulweiss.com

*Attorneys for Defendants Citigroup Inc. and
Citigroup Global Markets Inc.*

SCHOENGOLD SPORN LAITMAN & LOMETTI,
P.C.

By: 

Samuel P. Sporn
Joel P. Laitman
Frank R. Schirripa
Daniel B. Rehns
19 Fulton Street, Suite 406
New York, New York 10038
Tel.: (212) 964-0046
Fax: (212) 267-8137
sporn@spornlaw.com
joel@spornlaw.com
frank@spornlaw.com
daniel@spornlaw.com

Attorneys for Plaintiffs

SO ORDERED: 

U.S.D.J.